FORM D

Type of Business Organization

corporation

☐ business trust

Actual or Estimated Date of Incorporation or Organization

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

□ limited partnership, already formed

☐ limited partnership, to be formed

Month Year

OMB NUMBER: Expires: Estimated average	04034425
hours per response	- 1034425

Series B Preferred Stock Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section In the series B Preferred Stock Rule 505 Rule 506 Section A. BASIC IDENTIFICATION DAT In the information requested about the issuer Name of Issuer (Check if this is an amendment and name has changed, and indicate change.) In the series B Preferred Stock Rule 505 Rule 506 Section A. BASIC IDENTIFICATION DAT In the information requested about the issuer Name of Issuer (Check if this is an amendment and name has changed, and indicate change.) Rule 505 Rule 506 Section A. BASIC IDENTIFICATION DAT In the information requested about the issuer Name of Issuer (Check if this is an amendment and name has changed, and indicate change.) Rule 505 Rule 506 Section A. BASIC IDENTIFICATION DAT Name of Issuer (Check if this is an amendment and name has changed, and indicate change.)	SEC USE ONLY			
SECTION 4(6), AND/OR	Prefix	Serial		
UNIFORM LIMITED OFFERING EXEMPTION	i I	DATE RECEIVED		
Name of Offering (□ check if this is an amendment and name has changed, and indicate change.)				
Series B Preferred Stock				
	4(6) □ ULOE			
A. BASIC IDENTIFICATION DATA	•	22 2 m may		
Enter the information requested about the issuer				
Name of Issuer (□ check if this is an amendment and name has changed, and indicate change.) Icera Inc.				
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)		
2520 The Quadrant, Aztec West, Bristol BS32 4AQ, England				
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including Area Code)		
Brief Description of Business:		PROCESSED		
Fabless semiconductor company that designs silicon chips for wireless terminals		0.500ED		

□ other (please specify):

□ Estimated

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

■ Actual

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2.	Enter the information requested for Each promoter of the issuer, if Each beneficial owner having	the issuer has b			% or more of a c	lass of equity securities of the issuer;
	 Each executive officer and dir Each general and managing pa 	ector of corporat	te issuers and of corporate			
Che	ck Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
	Name (Last name first, if individual)	Li Piolilotei	Beneficial Owner	Executive Officer	■ Director	U General and/or Managing Partner
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	and, Stan					
Bus	iness or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o l	Icera Inc., 2520 The Quadrant, Azte	ec West, Bristol	BS32 4AQ, England			
Che	ck Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full	Name (Last name first, if individual)					
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	n, Nigel iness or Residence Address	(Number and	Street, City, State, Zip Co	de)		
		(, <u>,</u> ,, <u>,</u>	/		
	Icera Inc., 2520 The Quadrant, Azte	ec West, Bristol		- <u></u>		
	ck Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full	Name (Last name first, if individual)					
Kno	owles, Simon					
Bus	iness or Residence Address	(Number and S	Street, City, State, Zip Coo	de)		
-1-1	Land Land 2520 The Ordered And	W D.:	DC22 44 O. E			
	Icera Inc., 2520 The Quadrant, Aztock Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	D Discotor	Consular dan Managira Posta an
	Name (Last name first, if individual)	Li Promoter	Li Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner
7 07.	Thank (East hand Inst, if morrisday)					
	oress, Stephen					
Bus	iness or Residence Address	(Number and S	Street, City, State, Zip Coo	ie)		
c/o i	Icera Inc., 2520 The Quadrant, Azto	ec West, Bristol	BS32 4AQ, England			
	ck Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full	Name (Last name first, if individual)					
Ewo	no Morely					
	ns, Mark iness or Residence Address	(Number and	Street, City, State, Zip Co	de)		
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	Icera Inc., 2520 The Quadrant, Azto					
	ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full	Name (Last name first, if individual)					
Gold	den, Joe					
Busi	iness or Residence Address	(Number and	Street, City, State, Zip Co	de)		
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	Icera Inc., 2520 The Quadrant, Azte ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	Congrel and/or Managing Portner
	Name (Last name first, if individual)	Li Fiolilotei	U Belleficial Owner	D Executive Officer	Director	☐ General and/or Managing Partner
	,					
	eefe, Graham					
Busi	iness or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o I	lcera Inc., 2520 The Quadrant, Azte	c West, Bristol	BS32 4AQ, England			
	ck Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full	Name (Last name first, if individual)					
D	ahmark Europa I I D					
	chmark Europe I, L.P. iness or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
	or recorded ridgests	(, cannot and	coon, on,, oute, sap et	,		
20 B	Salderton Street, London W1K 6TL	United Kingdo	om			

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		A. BASIC IDENT	IFICATION DATA		
Each executive officer and dire Each general and managing par	the issuer has be he power to vote ctor of corporate	e or dispose, or direct the issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Atlas Venture Fund V, L.P.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		<u> </u>
000 117 4 00 4 000 117 13	354 03451				
890 Winter Street, Suite 320, Waltham, Check Box(es) that Apply:		- P . C . 10		5 P'	
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
run Name (Last name first, ii bidividuai)					
Atlas Venture Fund VI, L.P.		···			
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
890 Winter Street, Suite 320, Waltham,	MA 02451				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
A 1 T 7 D					
Accel Europe L.P. Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
	(1.010001 0010	on only, ounter, map of	30 ,		
c/o Accel Partners, 16 St. James Street,					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
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Clark Boy (a) Alar A. Iv					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	vde)		
	, and (and the second second	==,		
					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		

	B. INFORMATION ABOUT OFFERING	 <u>-</u>	
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	а	•
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$ n/a	
۷.	That is the mannian investment that will be accepted from any mulviodal.	Yes	No
3.	Does the offering permit joint ownership of a single unit?	30	٥
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full	Name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers	431.0	
		All States	
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Full	name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		-
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ (A () () ()	[L] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ (ID) _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
[A] [I] [A] [A]	L] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>22,499,912.77</u>	\$ <u>22,499,912.77</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$_22,499,912.77	\$ 22,499,912.77
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	10	\$ <u>22,499,912.77</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		*
3,	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504	·	\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		-
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	=	\$65,000
	Accounting Fees		\$
	Engineering Fees	_ D	\$
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)		\$
			\$ 65,000
	Total		\$ <u>05,000</u>

b. Emer the difference between the aggregate 1 and total expenses furnished in response to E "adjusted gross proceeds to the issuer."	Part C – Question 4.5. This difference is the	j¢.		5	_22.434.912.77
Indicate below the amount of the adjusted ground of the purposes shown. If the amount and check the box to the left of the estimate. If adjusted gross proceeds to the issuer set forth	t for any purpose is not known, furnish an The total of the payments listed must equa-	estimate the			
			Payments to Officers, Directors, & Affiliates		Раушени То Опасть
Salaries and fees	Make Market 41,473 (1 Market 2 to 17) (1000, 10 to 1882 of 2) (1474 to 1894 to 1894	0	3		\$
Purchase of real estate		D	\$	0	\$
Purchase, rental or leasing and installation of	mechinery and equipment		s	a	\$
Construction or lessing of plant buildings and	facilities	.	\$	Q	S
Acquisition of other business (including the ve that may be used in exchange for the assets or					
merger)		<u> </u>	\$	D	\$
Repayment of indebtedness	Contail sees against two assess the state who so so about the see because an account as a see seed on	q	\$	D	\$
Working capital	eri sanner die neue benfried festiglich der Bertrer der Die Stort Land von einem der Studen der er einem	•	S	•	\$ 22,434,512.
Other (specify):		_ 0	s		2
Column Totals		- D	\$ \$0	D =	\$ \$_22,434,912.7
Total Payments Listed (column totals added)		•	= \$ 22	.434.912.	
c issuer has duly caused this notice to be signed it undertaking by the issuer to furnish to the U.S. S n-accredited investor pursuant to paragraph (b)(2)	ecurities and Exchange Commission, upor	If this notice			
		<u> </u>	Dale		
uer (Print or Type)	Signature				
` ' ' '	Signature		July 14 , 2004		
re Inc.	7				
uer (Print or Type) tre Inc. me of Signer (Print or Type) Simon A KNOWLES	Title of Signer (Print or Type)	GIAGNI	July 14 ,2004	· • · · · · · · · · · · · · · · · · · ·	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

BOSTON 195)997v1